

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: : Chapter 11
Avianca Holdings S.A., *et al.*,¹ : Case No. 20-11133 (MG)
Debtors. : (Jointly Administered)

X

FIRST SUPPLEMENTAL DECLARATION OF
SAMUEL AGUIRRE IN SUPPORT OF THE APPLICATION OF
DEBTORS FOR ENTRY OF ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF FTI CONSULTING, INC. AS FINANCIAL ADVISOR
TO THE DEBTORS NUNC PRO TUNC TO PETITION DATE

I, Samuel Aguirre, make this declaration pursuant to 28 U.S.C. § 1746 and state as follows:

1. I am a Senior Managing Director at FTI Consulting, Inc. (“FTI”), a financial advisory services firm with numerous offices throughout the United States.
2. I am duly authorized to make this first supplemental declaration (the “First Supplemental Declaration”) on behalf of FTI and submit this First Supplemental Declaration in further support of the Debtors’ application (the “Application”),² filed on May 28, 2020 and as a

¹ The Debtors in these chapter 11 cases, and each Debtor’s federal tax identification number (to the extent applicable), are as follows: Avianca Holdings S.A. (N/A); Aero Transporte de Carga Unión, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovías del Continente Americano S.A. Avianca (N/A); Airlease Holdings One Ltd. (N/A); America Central (Canada) Corp. (00-1071563); America Central Corp. (65-0444665); AV International Holdco S.A. (N/A); AV International Holdings S.A. (N/A); AV International Investments S.A. (N/A); AV International Ventures S.A. (N/A); AV Investments One Colombia S.A.S. (N/A); AV Investments Two Colombia S.A.S. (N/A); AV Taca International Holdco S.A. (N/A); Avianca Costa Rica S.A. (N/A); Avianca Leasing, LLC (47-2628716); Avianca, Inc. (13-1868573); Avianca-Ecuador S.A. (N/A); Aviaservicios, S.A. (N/A); Aviateca, S.A. (N/A); Avifreight Holding Mexico, S.A.P.I. de C.V. (N/A); C.R. Int’l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

² Capitalized terms used but not otherwise defined herein have the respective meanings ascribed to them in the Application.

supplement to the *Declaration of Samuel Aguirre in Support of the Application of Debtors for Entry of Order Authorizing Employment and Retention of FTI Consulting, Inc. as Financial Advisor to the Debtors Nunc Pro Tunc to the Petition Date* (the “Initial Declaration”), filed as an attachment to the Application, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1, for authority to retain and employ FTI, as financial advisors to the Debtors, *nunc pro tunc* to May 10, 2020. On June 9, 2020, the Court entered its order approving FTI’s retention [Docket No. 254]. Unless otherwise stated in this First Supplemental Declaration, I have personal knowledge of the facts set forth herein.³

3. Subsequent to the filing of the Application and the Initial Declaration, Compass Lexecon was engaged by Avianca Holdings S.A. to provide certain economic analyses. Compass Lexecon is a wholly owned subsidiary of FTI. However, Compass Lexecon is a separate legal entity that is managed and operated distinctly from FTI. There is no overlap of professionals between the FTI team and the Compass Lexecon team.

4. Subsequent to the filing of the Initial Declaration, the Debtors and their advisors updated the Debtors’ parties in interest list to add certain other parties in interest. In accordance with the procedures described in the Application and Initial Declaration, FTI has reviewed such updated parties in interest list and conducted additional searches within its records so as to include additional parties that have become involved in the Debtors’ chapter 11 cases as well as other parties-in-interest. These additional parties, along with all other parties for which FTI has conducted searches of its client relationships, are identified on Schedule 1. Based on such

³ Certain disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

additional searches, FTI makes the supplemental disclosures attached as **Schedule 2** hereto. To the best of my knowledge, information, and belief, neither FTI nor any of its professional personnel have any relationship with the Debtors that would impair FTI's ability to perform services for the Debtors.

5. Except as otherwise noted in this First Supplemental Declaration and the Initial Declaration, to the best of my knowledge, information, and belief, FTI (a) does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason, and (b) does not hold or represent an interest adverse to the estate.

6. FTI will continue to periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, FTI will use reasonable efforts to identify such further developments and will promptly file a further supplemental declaration.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: September 23, 2020

FTI CONSULTING, INC.

By: /s/ Samuel Aguirre
Name: Samuel Aguirre
Title: Senior Managing Director

Schedule 1

Schedule of Searched Parties

ADVENT INTERNATIONAL COLUMBIA S.A.S.
AI LOYALTY (CAYMAN) LIMITED
AIRLINES REPORTING CORPORATION
AMADEUS IT GROUP, S.A.
APF 1 PROJEKT NR. 11 GMBH
APF 3 PROJEKT NR. 2 GMBH
ARNOLD & PORTER KAYE SCHOLER LLP
AUDREY STRAUSS, Acting United States Attorney
BAC SALVADOR
BALLARD SPAHR LLP
BARNES & THORNBURG LLP
BOND, SCHOENECK & KING, PLLC
BROWN & CONNERY, LLP
BRYAN CAVE LEIGHTON PAISNER LLP
BUCHALTER, A PROFESSIONAL CORPORATION
CADWALADER, WICKERSHAM & TAFT LLP
CARLTON FIELDS, P.A.
CHIESA SHAHINIAN & GIANTOMASI PC
CITADEL ADVISORS, LLC
CLIFFORD CHANCE LLP
CREDOMATIC OF FLORIDA, INC.
CULLEN AND DYKMAN LLP
DASI LLC
DAVID R. SOFTNESS P.A.
DAVIS POLK LLP
DEBEVOISE & PLIMPTON LLP
DECHEART LLP
DELAWARE TRUST COMPANY
DORSEY & WHITNEY LLP
EVERCORE INC.
EVERSHEDS SUTHERLAND (US) LLP
FOLEY & LARDNER LLP
FOX ROTHSCHILD LLP
GLOBAL SECURITY CONSULTING GROUP, INC.
HAHN & HESSEN LLP
HINCKLEY, ALLEN & SNYDER LLP
HOLLAND & KNIGHT LLP
JEFFERIES GROUP LLC
JEFFERSON /HARRIS COUNTY
KASOWITZ BENSON TORRES LLP
KELLEY DRYE & WARREN LLP

KELLY TRACTOR COMPANY
KINGSLAND INTERNATIONAL GROUP, S.A.
LATHAM & WATKINS LLP
LIBERTY SEGUROS SA
LINEBARGER GOGGAN BLAIR & SAMPSON, LLP
MARKOWITZ, RINGEL, TRUSTY & HARTOG, P.A.
MAYER BROWN LLP
MC ENGINE LEASING LTD
MCELROY, DEUTSCH,MULVANEY &CARPENTER, LLP
MENZIES AVIATION (UK) LIMITED
MICROSOFT LICENSING, GP
MICROSOFT ONLINE, INC.
MORRISON & FOERSTER LLP
MUFG BANK LTD.
NORTON ROSE FULBRIGHT US LLP
ORACLE AMERICA, INC.
PAUL HASTINGS LLP
PERELLA WEINBERG PARTNERS L.P.
PERKINS COIE LLP
PILLSBURY WINTHROP SHAW Pittman LLP
PORT AUTHORITY LAW DEPARTMENT
PRYOR CASHMAN LLP
REED SMITH LLP
REPUBLIC OF COLOMBIA
SECURITAS AIRLINE SERVICES GMBH & CO KG
SECURITAS COLOMBIA S.A.
SECURITAS ECUADOR CIA LTDA
SECURITAS S.A.
SECURITAS S.A.C.
SHAWN M. CHRISTIANSON, ESQ.
SIDLEY AUSTIN LLP
SIMPSON THACHER & BARTLETT LLP
SIRLIN LESSER & BENSON, P.C.
SODEXO OPERATIONS, LLC
SODEXO, INC.
SQUIRE PATTON BOGGS (US) LLP
STEPHEN CHA-KIM, Assistant United States Attorney
STEVENS & LEE, P.C.
STS AVIATION GROUP, INC.
TAMWEEL AVIATION FUNDING L.P.
TATA CONSULTANCY SERVICES LIMITED
TRAURIG LAW LLC
UNISYS DE CENTRO AMERICA L.L.C
UNITED AIRLINES, INC.
UNITED STATES FIRE INSURANCE COMPANY
VEDDER PRICE P.C.

WARNER NORCROSS + JUDD LLP
WEIL, GOTSHAL & MANGES LLP
WHITE & CASE LLP
WHITE AND WILLIAMS LLP

Schedule 2

Schedule of Searched Parties and/or certain related parties that FTI is currently working with, or has in the past worked with, in matters unrelated to these Chapter 11 Cases

Engagements relating to the Debtors or Affiliates

None

Current Clients, Parents and Affiliates of Clients and Relationships Not Relating to the Debtors or Affiliates

AMADEUS IT GROUP, S.A.
ARNOLD & PORTER KAYE SCHOLER LLP
BALLARD SPAHR LLP
BARNES & THORNBURG LLP
BRYAN CAVE LEIGHTON PAISNER LLP
CARLTON FIELDS, P.A.
CHIESA SHAHINIAN & GIANTOMASI PC
CLIFFORD CHANCE LLP
DAVIS POLK LLP
DEBEVOISE & PLIMPTON LLP
DECHERT LLP
DELAWARE TRUST COMPANY
DORSEY & WHITNEY LLP
EVERCORE INC.
EVERSHEDS SUTHERLAND (US) LLP
FOLEY & LARDNER LLP
FOX ROTHSCHILD LLP
HAHN & HESSEN LLP
HINCKLEY, ALLEN & SNYDER LLP
HOLLAND & KNIGHT LLP
KASOWITZ BENSON TORRES LLP
KELLEY DRYE & WARREN LLP
LATHAM & WATKINS LLP
MAYER BROWN LLP
MICROSOFT LICENSING, GP
MORRISON & FOERSTER LLP
MUFG BANK LTD.
NORTON ROSE FULBRIGHT US LLP
PAUL HASTINGS LLP
PERKINS COIE LLP
PILLSBURY WINTHROP SHAW PITTMAN LLP
PRYOR CASHMAN LLP
REED SMITH LLP
SIDLEY AUSTIN LLP

SIMPSON THACHER & BARTLETT LLP
SODEXO OPERATIONS, LLC
SODEXO, INC.
SQUIRE PATTON BOGGS (US) LLP
STEVENS & LEE, P.C.
TATA CONSULTANCY SERVICES LIMITED
UNITED AIRLINES, INC.
VEDDER PRICE P.C.
WARNER NORCROSS + JUDD LLP
WEIL, GOTSHAL & MANGES LLP
WHITE & CASE LLP

**Former Clients, Parents and Affiliates of Clients and Relationships Not Relating to the
Debtors or Affiliates**

LIBERTY SEGUROS SA
ORACLE AMERICA, INC.
WHITE AND WILLIAMS LLP